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DEPARTMENT OF HEALTH  
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13 June 2008

George A. Vecchione  
President and Chief Executive Officer  
Lifespan Corporation  
167 Point Street  
Providence, RI 02903

John J. Hynes  
President and Chief Executive Officer  
Care New England Health Systems  
45 Willard Avenue  
Providence, RI 02905

Dear Messrs. Vecchione and Hynes:

On Friday, 6 June 2008, physical delivery of thirty boxes of documents was made on behalf of Lifespan Corporation and Care New England Health Systems to the Rhode Island Department of Health ("Department") in connection with the proposed affiliation of Lifespan Corporation and Care New England Health Systems. Simultaneously, a hard drive and a disk were delivered relating to the same subject matter. In addition, two sealed envelopes from Edwards Angell Palmer and Dodge, LLP were delivered to the Department.

The Department signed acknowledgements of receipt as follows:

I, Valentina Adamova, hereby acknowledge receipt of 30 boxes containing the Lifespan Corporation and Care New England Health Systems' joint HCA and a letter dated June 6, 2008 without attachments from Edwards Angell Palmer and Dodge, LLP.

and,

I, Valentina Adamova, hereby acknowledge receipt of 1 CD containing the Lifespan Corporation and Care New England Health Systems' additional documents of the joint HCA and a letter dated June 6, 2008 without attachments from Edwards Angell Palmer and Dodge, LLP.

At the time of the delivery of the boxes, letter, hard drive, and disk, the Department took physical custody of the same and in no way at that time assessed or adjudged the delivery to be an official filing or determined the delivery to be of an adequacy to constitute an initial Hospital Conversions application appropriate of being received for processing.

The letter that was acknowledged in the receipt was a letter without attachments; however, after the delivery personnel had left and the sealed envelopes were opened, it was noted that there were four attachments to the letter. Attachments A and B contained certifications of the Transacting Parties and their affiliates. The certifications of the Transacting Parties and the affiliate hospitals contained the signatures of the president of each Transacting Party and the president of each of the affiliate hospitals. The certifications did not contain a notary attestation and did not represent that the certifications were signed under penalty of perjury. The certifications provided read as follows:

1. I, name, hereby certify that I, or others working under my supervision, have reviewed the materials submitted herein on behalf of name and its licensed hospital affiliates.
2. I further certify that, with respect to the matters covered by this Initial Application, and based on my knowledge and belief, the material referenced in Paragraph 1 does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made not misleading, in light of the circumstances under which such statements were made.

The blank form for the Hospital Conversions application posted on the Department's official website provides as follows:

*"I hereby certify that the information contained in this application is complete, accurate and true."*

\_\_\_\_\_  
Signed and dated by the President or Chief Executive Officer

\_\_\_\_\_  
Entity

Subscribed and sworn to before me on this \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_.

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**Notary Public**

My Commission Expires:

The certification for Change in Effective Control and Initial Licensure applications in the blank forms read as follows:

*"I hereby certify that the information contained in this application is complete, accurate and true."*

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Signed and dated by the President or Chief Executive Officer

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Signed and dated by Notary Public

In all three submissions the certifications focused on four paramount considerations, namely "complete," "accurate," and "true" supported by the legal dignity derived through the attestation of a notary that the submission had been subscribed and sworn to before the notary.

The certifications provided by the Transacting Parties and the affiliate hospitals were completely devoid of any affirmative expression of the factors of being "complete," "accurate," and "true." In addition, the legal weight that an affidavit brings to a document or submission of documents was completely omitted in the certifications submitted, significantly and substantially reducing the stature of the certification and the expressions of "complete," "accurate," and "true" which such certification ought to have. The making of an affidavit has been referred to as being in the nature of a solemn act and not a mere ministerial act. It is absolutely essential that any certification affirmatively express under oath the factors of "complete", "accurate", and "true."

Instead of adhering to the format of the form established by the Department for certifications in Hospital Conversions applications, the Transacting Parties substituted certifications that appear to be predicated on one of five parts of the apparently common certification used pursuant to section 3.02 of the Sarbanes-Oxley Act. In addition, the submitted certifications add the word "belief" as a material element to the representations made and the template language commonly used in Sarbanes-Oxley certifications in the usual second paragraph has been changed somewhat.

The chosen language selected only one of the five commonly used verifiers submitted pursuant to 3.02 of the Sarbanes-Oxley Act.

Because what is stated in the certification has such a profound effect on the entire application and because the certification goes to the very core of acceptability for

processing, an inadequate certification is more than an element of incompleteness. An inadequate certification disables an application from being processed.

An unsubstantiated certification is so inadequate that the Department is unable to process the submission as an application under the aegis of the existing certification; Consequently, no statutory timeframes are currently in effect.

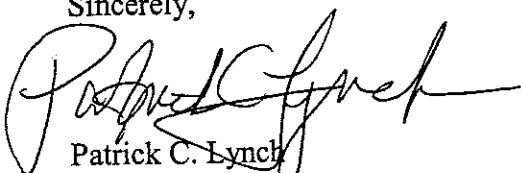
In addition to the problems inherent in the certifications that have been addressed, other issues are raised through the transmittal letter that refers to matters asserted to have been previously discussed with both the Department of Attorney General and the Department of Health. Some of the expressions of understandings on behalf of the Transacting Parties as set forth in the letter are disputed.

Among disputed items is the issue of confidentiality. A key aspect of confidentiality relates to peer review. While the details of the peer review privilege and how it applies to an application remain too complex to cover in a short paragraph in this letter, suffice it to say that it has never been the position of the Department that the peer review privilege exempts any and all review of any and all such documents.

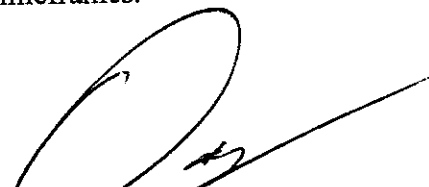
In the transmission letter at page 7, there is a statement asserting that resolution of withheld documents may be resolved during the 30-day review period. As examination of the categories of withheld documents would appear to be exceptionally expansive, given the bulk of the withheld documents and the need for the determination of their materiality for the review, it is inappropriate to assign this resolution to the 30-day review period. Consequently, the Department regards this predetermined withholding of this bulk of material to impact upon a proposed application in a way that is more than a completion issue and is, in effect, an inadequacy for process issue.

It is anticipated these and other matters involving adequacy for processing can be addressed forthwith and expeditiously, but in the meantime, please be advised the documents submitted are not recognized as an official filing of a Hospital Conversions application that would trigger any statutory review timeframes.

Sincerely,



Patrick C. Lynch  
Attorney General



David R. Gifford, MD, MPH  
Director of Health

cc: Patricia A. Sullivan, Esq.  
Stephen J. Carlotti, Esq.